

Goodrich Law Firm, P.C.

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Southern Montana Electric Coop
3521 Gabel Road #5
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Re: Chapter 11 Filing

Date	Description	Qty	Rate	Amount
	Case Administration			
2/3/14	Revise term sheet for settlement. MHG	.5	300.00	150.00
2/3/14	Emails w/member counsel re: term sheet revisions. MHG	.6	300.00	180.00
2/4/14	Conf w/atty Gardner for Tongue Rive re: settlement term sheet. MHG	.5	300.00	150.00
2/5/14	Conf w/Mgr S. Sweeney re: case issue. MHG	.3	300.00	90.00
2/5/14	Review and reply to emails from member counsel re: settlement. MHG	.3	300.00	90.00
2/5/14	Reply to email from Noteholders re: settlement. MHG	.2	300.00	60.00
2/6/14	Emails w/accountant Boysun re: payments. MHG	.3	300.00	90.00
2/6/14	Conf w/member atty Gardner re: term sheet. MHG	.5	300.00	150.00
2/6/14	Emails w/member counsel re: term sheet. MHG	.4	300.00	120.00
2/6/14	Review term sheet revisions of Beartooth. MHG	.5	300.00	150.00

2/7/14	Conf w/member counsel re: term sheet. MHG	.9	300.00	270.00
2/7/2014	Revise term sheet per member conference. MHG	1.2	300.00	360.00
2/7/2014	Conf w/member atty Smith and Martin re: term sheet issue. MHG	.4	300.00	120.00
2/7/2014	Additional revision to term sheet. MHG	.3	300.00	90.00
2/10/2014	Revisions to term sheet. MHG	.7	300.00	210.00
2/11/2014	Conf w/Noteholders atty re: term sheet issues. MHG	.7	300.00	210.00
2/11/2014	Conf w/Mgr S. Sweeney re: admin issues. MHG	.4	300.00	120.00
2/12/2014	Conf w/atty FIB atty Lamdin re: FIB loan issues. MHG	.3	300.00	90.00
2/12/2014	Review revised term sheet. MHG	.5	300.00	150.00
2/12/2014	Email to member counsel re: term sheet. MHG	.3	300.00	90.00
2/12/2014	Conf w/atty King for PPL re: adversary proceeding. MHG	.4	300.00	120.00
2/12/2014	Conf w/atty Stein re: extension for deadline to object to admin claim. MHG	.1	300.00	30.00
2/13/2014	Conf w/atty Stein re: extension for deadline to object to admin claim. MHG	.3	300.00	90.00
2/13/2014	Conf w/atty Smith re; Beartooth resolution. MHG	.3	300.00	90.00
2/13/2014	Review Noteholders term sheet changes for member conf call. MHG	.7	300.00	210.00
2/13/2014	Email to Mgr Sweeney re: admin issues. MHG	.2	300.00	60.00
2/13/2014	Email accountant Boysun re: payment issue. MHG	.2	300.00	60.00

2/13/2014	Conf w/member atty Hunnes re: term sheet issues. MHG	.7	300.00	210.00
2/13/2014	Email atty King for PPL re: deadlines. MHG	.1	300.00	30.00
2/13/2014	Conf w/member attys re: term sheet changes. MHG	1.1	300.00	330.00
2/13/2014	Revise term sheet. MHG	1.5	300.00	450.00
2/13/2014	Respond to email from Noteholders atty re: settlement and term sheet. MHG	.2	300.00	60.00
2/14/2014	Review revisions to term sheet. MHG	.3	300.00	90.00
2/14/2014	Emails w/Noteholders counsel re: term sheet. MHG	.3	300.00	90.00
2/14/2014	Conf w/member counsel re: term sheet issues. MHG	.3	300.00	90.00
2/17/2014	Reply to A&M D Smith re: cash collateral budget issues. MHG	.2	300.00	60.00
2/17/2014	Review and transmit revised settlement term sheet to Noteholders counsel. MHG	.4	300.00	120.00
2/18/2014	Conf w/atty Stein re: admin claim and extension. MHG	.4	300.00	120.00
2/18/2014	Review and respond to emails w/Noteholders counsel re: Beartooth issues. MHG	.9	300.00	270.00
2/18/2014	Review and respond to emails w/Noteholders re: Energy West. MHG	.3	300.00	90.00
2/18/2014	Conf w/atty Erhman for Energy West and atty Stein re: admin claim issues. MHG	.9	300.00	270.00
2/19/2014	Conf w/Mgr Sweeney re: admin matters. MHG	.4	300.00	120.00
2/19/2014	Conf w/C. Arnett at A&M re: cash collateral budget. MHG	.3	300.00	90.00
2/19/2014	Conf w/atty Stein re: stipulation for extension in adversary case	.2	300.00	60.00

	13-00047. MHG			
2/20/2014	Conf w/mediator Clark re: settlement issues. MHG	.3	300.00	90.00
2/21/2014	Conf w/atty King re: PPL issues. MHG	.3	300.00	90.00
2/21/2014	Email to atty Smith re: Beartooth issues. MHG	.3	300.00	90.00
2/21/2014	Conf w/atty Hunnes re: member issue. MHG	.3	300.00	90.00
2/21/2014	Conf w/counsel Smith and Martin for Beartooth re: settlement. MHG	.5	300.00	150.00
2/21/2014	Conf w/co-counsel Freedlander re: plan development. MHG	.9	300.00	270.00
2/21/2014	Conf w/counsel Smith as follow up re: settlement. MHG	.3	300.00	90.00
2/21/2014	Conf w/atty Hunnes and Gardner re: member dispute resolution. MHG	.8	300.00	240.00
2/21/2014	Email to counsel re: settlement. MHG	.3	300.00	90.00
2/21/2014	Email to mediator. MHG	.2	300.00	60.00
2/21/2014	Conf w/atty Stein re: status of cases and settlement. MHG	.2	300.00	60.00
2/24/2014	Review latest revised term sheet from Noteholders. MHG	.5	300.00	150.00
2/24/2014	Conf call w/member counsel re: term sheet issues. MHG	1.1	300.00	330.00
2/24/2014	Review and respond to mediator's emails re: settlement status. MHG	.4	300.00	120.00
2/24/2014	Conf w/atty Anderson re: adv proceedings and status conf. MHG	.4	300.00	120.00
2/24/2014	Review docket re: status conf in Main case. MHG	.2	300.00	60.00

2/25/2014	Attend hearing in Billings. MHG	1.1	300.00	330.00
2/25/2014	Respond to inquiry from board member Boyd. MHG	.3	300.00	90.00
2/25/2014	Review and revise cash collateral stipulation. MHG	.3	300.00	90.00
2/25/2014	Emails w/Noteholders counsel re: cash collateral and term sheet. MHG	.6	300.00	180.00
2/25/2014	Review incoming pleadings. MHG	.4	300.00	120.00
2/26/2014	Conf w/member counsel re: settlement. MHG	1.5	300.00	450.00
2/26/2014	Conf w/co-counsel Freedlander re: term sheet issues. MHG	.3	300.00	90.00
2/26/2014	Conf w/member counsel Gardner and Hunnes re: term sheet changes. MHG	.5	300.00	150.00
2/26/2014	Conf w/Noteholders counsel Alter re: term sheet. MHG	.4	300.00	120.00
2/26/2014	Conf w/member counsel and Noteholders counsel re: remaining term sheet issues. MHG	1.4	300.00	420.00
2/26/2014	Conf w/Mgr S. Sweeney re: variety of admin. issues. MHG	.6	300.00	180.00
2/26/2014	Email to D. Smith at A&M re: budget and power purchase. MHG	.2	300.00	60.00
2/26/2014	Review and respond to email from US Trustee. MHG	.2	300.00	60.00
2/26/2014	Review and respond to emails from member counsel re: settlement. MHG	.5	300.00	150.00
2/26/2014	Follow-up emails w/Noteholders counsel re: settlement issues. MHG	.4	300.00	120.00
2/26/2014	Emails w/accountant Boysun re: budget. MHG	.2	300.00	60.00
2/27/2014	Review and respond to emails from Noteholders counsel re: cash	.4	300.00	120.00

	collateral and term sheet. MHG			
2/27/2014	Conf w/atty Stein re: status of cases and settlement. MHG	.4	300.00	120.00
2/12/2014	Conf w/atty Goodrich re: extension for deadline to object to admin claim. MWS	.1	N/C	0.00
2/12/2014	Emailed Jim Erhman and Jean Faure re: deadline to object to admin claim. MWS	.1	180.00	18.00
2/13/2014	Conf w/atty Goodrich re: extension for deadline to object to admin claim. MWS	.3	N/C	0.00
2/14/2014	Redacted and filed Monthly Operating Report. MWS	.4	180.00	72.00
2/18/2014	Conf w/Jim Erhman re: admin claim and extension to object. MWS	.4	180.00	72.00
2/18/2014	Conf w/atty Goodrich re: admin claim and extension. MWS	.4	N/C	0.00
2/18/2014	Conf w/atty Goodrich and Jim Erhman re: admin claim and extension. MWS	.9	N/C	0.00
2/18/2014	Drafted stipulation and proposed order to extend deadline to object to admin claim; emailed parties re: same. MWS	.4	180.00	72.00
2/19/2014	Reviewed emails re: hearings; reviewed recent pleadings. MWS	.3	180.00	54.00
2/19/2014	Reviewed and responded to email re: extension on admin claim. MWS	.1	180.00	18.00
2/19/2014	Conf w/atty Goodrich re stipulation for extension in adversary case 13-00047. MWS	.2	N/C	0.00
2/19/2014	Finalized and filed stipulation for extension and proposed order in 13-00047. MWS	.4	180.00	72.00
2/20/2014	Conf w/atty Goodrich re: status of cases and settlement. MWS	.3	180.00	54.00

2/20/2014	Reviewed and responded to emails and reviewed drafts of stipulation re: continuance. MWS	.4	180.00	72.00
2/20/2014	Conf w/atty Steve Johnson re: continuing hearings. MWS	.4	180.00	72.00
2/20/2014	Conf w/Jim Erhman re: admin claim and extension to object. MWS	.4	180.00	72.00
2/20/2014	Finalized and filed stipulation for extension and proposed order re: objection to admin claim. MWS	.4	180.00	72.00
2/21/2014	Conf w/atty Goodrich re: status of cases and settlement. MWS	.2	N/C	0.00
2/21/2014	Reviewed EPC motion and email and responded re: same. MWS	.2	180.00	36.00
2/21/2014	Conf w/atty Steve Johnson re: continuing hearings. MWS	.2	180.00	36.00
2/21/2014	Reviewed emails re: adversary 12-00017 continuance and stipulation re: same. MWS	.1	180.00	18.00
2/21/2014	Reviewed new pleadings. MWS	.2	180.00	36.00
2/24/2014	Reviewed email from Joe Epstein and emailed atty Goodrich re: same. MWS	.1	180.00	18.00
2/25/2014	Reviewed Orders re: adversary cases. MWS	.2	180.00	36.00
2/26/2014	Reviewed email from Joe Epstein and emailed Malcolm re: same. MWS	.1	180.00	18.00
2/27/2014	Conf w/atty Goodrich re: status of cases and settlement. MWS	.4	N/C	0.00
2/27/2014	Emailed Joe Epstein re: extension to answer in adversary case 13-00044. MWS	.1	180.00	18.00
2/27/2014	Drafted and filed Motion to Extend deadline to Answer and Proposed Order. MWS	.5	180.00	90.00
2/27/2014	Emailed Joe Epstein re: motion to extend and Order setting status	.1	180.00	18.00

	conf. MWS			
2/27/2014	Reviewed recent pleadings. MWS	.2	180.00	36.00
	Subtotal of Hours & Fees	45.7		12240.00
	Costs			
	Conf Call SME atty call. 2/13/14			33.30
	Conf Call SME atty call re: term sheet. 2/7/14			21.19
	Subtotal of Costs			\$54.49
	Total Costs & Fees			\$12,294.49

<u>Matter No.</u>	<u>Matter Description</u>	<u>MHG</u>	<u>MWS</u>	<u>F-S</u>
19-48-01	Case Administration	37.2	8.5	
	Less NO CHARGE	0.0	-2.5	
	TOTAL HOURS	37.2	6	
	TIMEKEEPER RATE	\$300	\$180	\$80
	TIMEKEEPER FEES	\$11,160.00	\$1080.00	\$0.00
	TOTAL FEES \$12, 240.00			

<u>Individual</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Compensation</u>
Malcolm Goodrich	37.2	\$300	\$11,160.00
Maggie Stein	6	\$180	\$ 1,080.00

Total Attorney and Paralegal Fee Compensation Requested: \$12,240.00 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$283.33/hr.